

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11
	:
LEHMAN BROTHERS HOLDINGS, INC., et al.,	: Case No. 08-13555 (SCC)
	:
Debtors.	: (Jointly Administered)
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**ORDER TO SHOW CAUSE WHY RMBS TRUSTEES SHOULD NOT BE
ENJOINED FROM PROCEEDING IN NEW YORK STATE COURT TO
INTERPRET A SETTLEMENT APPROVED BY THIS COURT AS TO
WHICH THIS COURT RETAINED EXCLUSIVE JURISDICTION
AND TEMPORARY RESTRAINING ORDER**

Upon the motion of the Institutional Investors¹ under 11 U.S.C. § 105(a), seeking to enjoin the RMBS Trustees² and related transaction parties³ from evading this Court’s exclusive jurisdiction over the RMBS settlement agreement (the “Motion”), the affidavit pursuant to Local Rule 9077-1, and for good cause shown, it is

ORDERED that U.S. Bank National Association, Wilmington Trust, National Association, Citibank, N.A., Wells Fargo Bank, National Association, and all interested parties **SHOW CAUSE** before the Honorable Shelley C. Chapman, United States Bankruptcy Judge, at

¹ The Institutional Investors are AEGON USA Investment Management, LLC, Blackrock Financial Management, Inc., Cascade Investment, L.L.C., The Federal Home Loan Bank of Atlanta, Goldman Sachs Asset Management, L.P., Invesco Advisers, Inc., Kore Advisors, L.P., Metropolitan Life Insurance Company, Pacific Investment Management Company LLC, SeaLink Funding Limited, The TCW Group, Inc., Thrivent Financial for Lutherans, Voya Investment Management, and Western Asset Management Company.

² The RMBS Trustees who are the subject of this motion are U.S. Bank National Association and Wilmington Trust, National Association.

³ The related transaction parties who are the subject of this motion are Citibank, N.A. and Wells Fargo Bank, National Association.

the United States Bankruptcy Court for the Southern District of New York, Courtroom 623, One Bowling Green, New York, New York 10004 (the “Bankruptcy Court”) on April 10, 2018, at 4:00 p.m., **WHY** an order should not be entered enjoining the petitioning parties in the Article 77 proceeding commenced in the Supreme Court of the State of New York, Country of New York, Index No. 651625/2018 (the “Article 77 Proceeding”) from continuing any further proceedings in the Article 77 Proceeding; and it is further

ORDERED that good and sufficient service of this Order and the Motion shall be made if served by hand or by overnight courier, and by electronic mail, upon counsel for the petitioners in the Article 77, (i) Hahn & Hessen LLP, attorneys for Wells Fargo Bank National Association, 488 Madison Avenue, New York, New York 10022 (Att: Zachary G. Newman, Es., Stephen J. Grable, Esq. and Brigitte R. Rose, Esq.); (ii) Faegre Baker Daniels LLP, attorneys for Wells Fargo Bank National Association, 2200 Wells Fargo Center, 90 S. Seventh Street, Minneapolis, Minnesota 55402 (Att: Robert L. Schnell, Esq., Stephone M. Mertz, Esq., Michael F. Doty, Esq. and Ryan G. Milligan, Esq.); (iii) Alston & Bird LLP, attorneys for Wilmington Trust, National Association, and Wilmington Trust Company, 90 Park Avenue, New York, New York 10016 (Att: Alexander S. Lorenzo, Esq.); (iv) Morgan, Lewis & Bockius LLP, attorneys for U.S. Bank National Association, 101 Park Avenue, New York, New York 10178 (Att: Michael S. Kraut, Esq. and John M. Vassos, Esq.) and 1701 Market Street, Philadelphia, Pennsylvania 19103 (Att: Kurt W. Rademacher, Esq.); and (v) Mayer Brown LLP, attorneys for Citibank, N.A., 1221 Avenue of the Americas, New York, New York 10020-1001 (Att: Christopher J. Houpt, Esq. and Jarman D Russell, Esq.), not later than 1:00 p.m. on April 10, 2018; and it is further

ORDERED that any responses or objections to the Motion may be stated at the Hearing and need not be filed on the docket.

Dated: New York, New York
April 10, 2018

/S/ Shelley C. Chapman
HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE